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ELIAS C. ALVORD (1942)
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OF COUNSEL
URBAN A. LESTER

December 26, 2002

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease (Schedule No. 25), dated as of December 20, 2002, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Equipment Lease Agreement which was previously filed with the Board under Recordation Number 23204.

The names and addresses of the parties to the enclosed document are:

Lessor:	Allfirst Bank 25 South Charles Street Baltimore, MD 21201
Lessee:	Norfolk Southern Railway Company 3 Commercial Place Norfolk, VA 23510

A description of the railroad equipment covered by the enclosed document is:

2 locomotives NS 5557 and 5558

23204-LLLLL
RECORDATION NO. _____ FILED
DEC 26 '02 12:44 PM
SURFACE TRANSPORTATION BOARD

Mr. Vernon A. Williams
December 26, 2002
Page Two

A short summary of the document to appear in the index follows:

Memorandum of Lease (Schedule No. 25)

Also enclosed is a check in the amount of \$30.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'Alvord', with a stylized flourish extending to the right.

Robert W. Alvord

RWA/anr
Enclosures

MEMORANDUM OF LEASE
(Surface Transportation Board)

THIS MEMORANDUM OF LEASE dated as of December 20, 2002 is between ALLFIRST BANK, a Maryland state chartered commercial bank (the "Lessor") and Norfolk Southern Railway Company, a Virginia Corporation (the "Lessee").

The parties to this Memorandum hereby acknowledge and confirm the following:

A. Lessee has leased from Lessor certain locomotives identified on Schedule 1 attached hereto (the "Locomotives") under Equipment Schedule No. 25 to that certain Equipment Lease Agreement dated as of October 25, 2000 (hereinafter together as amended, modified, supplemented and or replaced from time to time as the "Lease").

B. The parties hereto wish to show for public record this Memorandum and accordingly have caused this Memorandum to be executed by their officers thereunto duly authorized, as of the date first above written.

C. This Memorandum may be executed in counterparts, each such counterpart shall be binding on both parties hereto, notwithstanding that both parties are not signatories to the same counterpart.

RECORDATION NO. 23204-LLLL **FILED**

DEC 26 '02 12:44 PM

SURFACE TRANSPORTATION BOARD

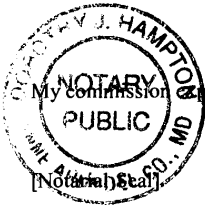
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IN WITNESS WHEREOF, the parties have caused this Memorandum to be executed as of the first date herein above written.

ALLFIRST BANK
By: Richard M. Folio
Name: Richard M. Folio
Title: Vice President

STATE OF Maryland
City Baltimore) ss:
COUNTY OF Baltimore

The foregoing Memorandum of Lease was acknowledged before me, the undersigned Notary Public, in the
City of Baltimore this 16th day of December 2002 by Richard M. Folio as
Vice President of ALLFIRST BANK, a Maryland state-chartered commercial bank, on behalf of the bank.



DOROTHY J. HAMPTON
NOTARY PUBLIC, ANNE ARUNDEL CO., MD
My Commission Expires 11/15/2007

Dorothy J. Hampton
Notary Public

SCHEDULE 1

DESCRIPTION OF LOCOMOTIVES

MANUFACTURE R	MODEL	TYPE	PRE- REFURBISHMEN T ROAD NO.	SERIAL NO.	POST- EFURBISHMENT ROAD NO.
General Motors	GP38	2000 H.P., 4 axle, Locomotive	NS 4147	5775-23	NS 5557
General Motors	GP38	2000 H.P., 4 axle, Locomotive	NS 2808	7240-56	NS 5558